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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

|   |   |                                    |
|---|---|------------------------------------|
| -----   | X |                                    |
| In re:  | ) | Chapter 11                         |
|   | ) |                                    |
| <b>SEARS HOLDINGS CORPORATION, <i>et al.</i>,</b> | ) | Case No. 18-23538-RDD              |
|   | ) |                                    |
| Debtors. <sup>1</sup>                             | ) | <b><i>Jointly Administered</i></b> |
| -----   | X |                                    |

**AMENDMENT TO OBJECTION OF FORBES/COHEN FLORIDA PROPERTIES, L.P.  
AND JOINDER IN LANDLORD OBJECTIONS**

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<sup>1</sup>The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Forbes/Cohen Florida Properties, L.P. (“Forbes”), by its undersigned counsel, hereby (i) amends its pending *Objection Of Forbes/Cohen Florida Properties, L.P. To (I) The Proposed Assumption And Assignment Of Lease In Connection With The Global Asset Sale Transaction; (II) Global Asset Sale Transaction; And (III) Reservation Of Rights* [Docket No. 1932] (the “Pending Objection”) consistent with this amendment and joinder, and (ii) joins, concurs in, and adopts the following pleadings filed by similarly situated landlords and those of other similarly situated landlords, as if the same were set forth fully herein, to the extent not inconsistent with the Pending Objection:

- A. *Limited Objection Of Simon Property Group, L.P. To The Proposed Sale And Assumption And Assignment Of Leases And Adequate Assurance Of Future Performance* [Docket No. 2082];
- B. *Alan Robbins, Aston Properties, Benderson Development Company LLC, Brookfield Properties Retail Group, Gregory Greenfield & Associates, Ltd., Gray Enterprises, LP, The Trustees Of The Estate Of Bernice Pauahi Bishop, D/B/A Kamehameha Schools, LBA Realty, LLC, Nassimi Realty LLC, Radiant Partners LLC, Realty Income Corp., Regency Centers Corp., Shopcore Properties, L.P., Site Centers Corp., Sun Valley, Ltd., TLM Realty Corp. And Weingarten Realty Investors’ Objection To Global Asset Sale Transaction, Sale Order, And Asset Purchase Agreement* [Docket No. 2069]; and
- C. *Objection Of Various Landlords To Notices Of Filing Of Revised Proposed Order (I) Approving The Asset Purchase Agreement Among Sellers And Buyer, (II) Authorizing The Sale Of Certain Of The Debtors’ Assets Free And Clear Of Liens, Claims, Interests And Encumbrances, (III) Authorizing The Assumption And Assignment Of Certain Executory Contracts, And Leases In Connection Therewith And (IV) Granting Related Relief* [Docket No. 2380];

(collectively, the “Joined Landlord Objections”).

### **RESERVATION OF RIGHTS**

Forbes expressly reserves its right to amend, modify, and/or otherwise supplement the Pending Objection, as amended by this amendment and joinder, in whole or in part and at any time, either by further submission to this Court, at oral argument, or by testimony to be presented at any hearing in such regard.

**WHEREFORE**, Forbes requests that (i) if the Court approves the proposed sale of substantially all of the Debtors' business assets to the Buyer, any order approving the sale incorporate the changes outlined in the Joined Landlord Objections, (ii) the Court consider the objections raised in the Pending Objection and the Joined Landlord Objections in connection with any proposed assumption and assignment of any lease between Forbes and any of the Debtors, and (ii) grant to Forbes such other and further relief as is just and appropriate.

**CARSON FISCHER, P.L.C.**

/s/ Robert A. Weisberg

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February 5, 2019

*Counsel for Forbes/Cohen Florida Properties, L.P*

**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that on February 5, 2019, I caused a copy of the foregoing pleading(s) to be served on all parties via the Court's ECF electronic filing system and by U.S. Mail or email on the (i) Standard Parties (as that term is defined in the Case Management Order); and (ii) Objection Recipients (as that term is defined in the Global Bidding Procedures).

/s/ Robert A. Weisberg